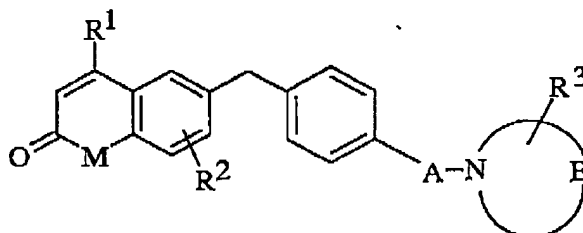


IN THE CLAIMS

1. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable salt or solvate thereof,

in which;

- a. M is NZ or O;
- b. Z is represented by H or C₁-C₄ alkyl;
- c. R¹ is represented by hydrogen, (C₁-C₂)alkyl, optionally substituted with one or more halogens, or (C₁-C₂)alkoxy, optionally substituted with one or more halogens;
- d. R² is absent, or may represent up to 2 substituents selected from the group consisting of halogen, nitrile, hydroxy, (C₁-C₄)alkyl, (C₂-C₄)alkenyl, (C₂-C₄)alkynyl, (C₁-C₄)alkoxy, (C₁-C₂)alkyl substituted with one or more halogens, (C₁-C₂)alkoxy substituted with one or more halogens, SR⁴, and NR⁴R⁵;
- e. A is represented by -S[[([I])O₂ [D]]];
- f. B completes a nitrogen containing heterocyclic ring;
- g. R³ may be absent, or may represent up to 2 substituents selected from the group consisting halogen, hydroxy, nitrile, (C₁-C₄)alkoxy, (C₁-C₄)alkyl, optionally substituted heterocyclic, optionally substituted heteroaryl, optionally substituted phenyl, -[CH₂]_mC(O)OR⁴, -[CH₂]_mC(O)R⁴, -

$[\text{CH}_2]_m \text{C}(\text{O})\text{NR}^4\text{R}^5$, $(\text{C}_1\text{-C}_4)\text{alkylR}^6$, $-\text{[CH}_2\text{]}_n\text{-Y-[CH}_2\text{]}_m\text{-X-[CH}_3\text{]}_q$, $(\text{C}_3\text{-C}_8)\text{cycloalkyl}$, and $-\text{SR}^4$;

- h. R^4 is represented by hydrogen, $(\text{C}_1\text{-C}_4)\text{alkyl}$, optionally substituted benzyl, optionally substituted phenyl, optionally substituted heteroaryl, or optionally substituted heterocyclic;
- i. R^5 is represented by hydrogen, optionally substituted phenyl, $(\text{C}_1\text{-C}_4)\text{alkyl}$, optionally substituted benzyl or R^4 and R^5 along with the adjacent nitrogen atom can be combined to form a heterocyclic or heteroaryl ring;
- j. R^6 is represented by optionally substituted phenyl, optionally substituted heteroaryl, optionally substituted heterocyclic, or NR^7R^8 ;
- k. R^7 is represented by hydrogen or $\text{C}_1\text{-C}_4$ alkyl;
- l. R^8 is represented by hydrogen or $\text{C}_1\text{-C}_4$ alkyl;
- m. n is an integer selected from 1, 2, 3, or 4;
- n. Y is absent, or is represented by O , $\text{C}(\text{O})$, OH , SH , or S ;
- o. m is represented by an integer selected from 0, 1, 2, 3, or 4;
- p. X is absent, or is represented by O , $\text{C}(\text{O})$, OH , SH or S ;
- q. q is represented by the integer 0 or 1, ~~and;~~
~~the pharmaceutically acceptable salts, solvates, and prodrugs thereof;~~
 with the proviso that if both Y and X are present, then m is not zero.

- 2. (original) The compound according to claim 1 in which R^1 is represented by trifluoromethyl.
- 3. (original) The compound according to claim 2 in which M is represented NZ , in which Z is hydrogen.

4. (original) The compound according to claim 3 in which R^2 is absent.
5. (original) The compound according to claim 1 in which M is represented by O.
6. (original) The compound according to claim 2 in which M is represented by O and R^2 is absent.
7. (original) The compound according to claim 1 in which B is represented by a 4-10 membered nitrogen containing heterocyclic ring.
8. (original) The compound according to claim 1 in which said heterocyclic ring contains one further heteroatom selected from S or O.
9. (original) The compound according to claim 1 in which B completes a heterocyclic ring selected from the group consisting piperidine and piperazine.
10. (original) The compound according to claim 1 in which B completes a heterocyclic ring selected from the group consisting of pyrrolidinyl, tetrahydrothiophenyl, piperidine, piperazine, azepane, azocane, morpholine, thiazolidine, isoquinoline; azetidine, and octahydroquinoline.
11. (currently amended) The compound according to claim 1 in which said compound is selected from the group consisting of:
 - a. 1-[4-(2-oxo-4-trifluoromethyl-1,2-dihydroquinolin-6-ylmethyl)benzenesulfonyl]-piperidine-3-carboxylic acid ethyl ester;
 - b. 6-[4-(3,4-Dihydro-1H-isoquinoline-2-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
 - c. 6-{4-[4-(4-Methoxyphenyl)-3-methylpiperazine-1-sulfonyl]benzyl}-4-trifluoromethyl-1H-quinolin-2-one;
 - d. 1-[4-(2-Oxo-4-trifluoromethyl-1,2-dihydroquinolin-6-ylmethyl)benzenesulfonyl]-piperidine-4-carboxylic acid ethyl ester;

- e. 6-[4-(6,7-Dimethoxy-3,4-dihydro-1H-isoquinoline-2-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- f. 6-[4-(1,4-Dioxo-8-azaspiro[4.5]decane-8-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- g. 6-[4-(2-Hydroxymethylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- h. 6-[4-(4-Ethylpiperazine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- i. 1-[4-(2-Oxo-4-trifluoromethyl-1,2-dihydroquinolin-6-ylmethyl)benzenesulfonyl]-pyrrolidine-2-carboxylic acid methyl ester;
- j. 6-{4-[4-(2-Hydroxyethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethyl-1H-quinolin-2-one;
- k. 6-[4-(3-Hydroxymethyl-piperidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- l. 6-[4-(Thiazolidine-3-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- m. 6-{4-[4-(2-Oxo-2-pyrrolidin-1-ylethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethyl-1H-quinolin-2-one;
- n. 6-[4-(3,4,5,6-Tetrahydro-2H-[2,3]bipyridinyl-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- o. 6-[4-(4-Methylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- p. 6-[4-(4-Pyridin-4-ylpiperazine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- q. 6-{4-[2-(2-Hydroxyethyl)piperidine-1-sulfonyl]benzyl}-4-trifluoromethyl-1H-quinolin-2-one;
- r. 6-[4-(2-Hydroxymethylpyrrolidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- s. 6-[4-(Octahydroquinoline-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- t. 6-[4-(Pyrrolidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;

- u. 6-[4-(Azepane-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- v. 6-[4-(2-Methylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- w. 6-[4-(Piperidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- x. 6-[4-(2,6-Dimethylmorpholine-4-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- y. 6-[4-(Azetidine-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- z. 6-[4-(3,4-Dihydro-2H-quinoline-1-sulfonyl)benzyl]-4-trifluoromethyl-1H-quinolin-2-one;
- aa. 6-[4-(3-Hydroxypiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- bb. 1-[4-(2-Oxo-4-trifluoromethyl-2H-chromen-6-ylmethyl)-benzenesulfonyl]piperidine-3-carboxylic acid ethyl ester;
- cc. 6-[4-(3,4-Dihydro-1H-isoquinoline-2-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- dd. 4-[4-(2-Oxo-4-trifluoromethyl-2H-chromen-6-ylmethyl)-benzenesulfonyl]piperazine-1-carboxylic acid ethyl ester;
- ee. 6-[4-(4-Pyrrolidin-1-ylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- ff. 6-{4-[4-(3-Hydroxypropyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- gg. 6-{4-[4-(4-Methoxyphenyl)-3-methylpiperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- hh. 6-[4-(4-Hydroxy-4-thiophen-2-ylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- ii. 6-[4-(1,3-Dihydroisoindole-2-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- jj. 6-[4-(6,7-Dimethoxy-3,4-dihydro-1H-isoquinoline-2-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- kk. 6-[4-(1,4-Dioxa-8-azaspiro[4.5]decane-8-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;

- ll. 6-[4-(2-Hydroxymethyl-piperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- mm. 6-{4-[4-(3-Piperidin-1-ylpropyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- nn. 6-{4-[4-(2-Methoxyethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- oo. 6-[4-(4-Ethylpiperazine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- pp. 1-[4-(2-Oxo-4-trifluoromethyl-2H-chromen-6-ylmethyl)-benzenesulfonyl]pyrrolidine-2-carboxylic acid methyl ester;
- qq. 6-(4-{4-[2-(2-Hydroxyethoxy)ethyl]-piperazine-1-sulfonyl}benzyl)-4-trifluoromethylchromen-2-one;
- rr. 6-{4-[4-(2-Hydroxyethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- ss. 6-{4-[4-(2-Diisopropylamino-ethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- tt. 6-[4-(3-Hydroxymethyl-piperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- uu. 6-[4-(Thiazolidine-3-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- vv. 6-{4-[4-(2-Oxo-2-pyrrolidin-1-ylethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- ww. 6-[4-(3,4,5,6-Tetrahydro-2H-[2,3']bipyridinyl-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- xx. 6-[4-(4-Methylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- yy. 6-[4-(4-Pyridin-4-ylpiperazine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- zz. 6-{4-[2-(2-Hydroxyethyl)piperidine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- aaa. 6-[4-(2-Hydroxymethyl-pyrrolidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;

- bbb. 6-[4-(Octahydroquinoline-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- ccc. 6-[4-(4-Phenethyl-[1,4]diazepane-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- ddd. 6-{4-[4-(2-Dimethylamino-ethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- eee. 6-[4-(4-Hydroxypiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- fff. 6-[4-(Azepane-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- ggg. 6-[4-(2-Methylpiperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- hhh. 6-[4-(Piperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- iii. 6-[4-(2,6-Dimethylmorpholine-4-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- jjj. 6-[4-(2-Oxa-5-azabicyclo[2.2.1]heptane-5-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one;
- kkk. 6-{4-[4-(2-Ethoxyethyl)piperazine-1-sulfonyl]benzyl}-4-trifluoromethylchromen-2-one;
- lll. 6-[4-(Azocane-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one
- mmm. 6-[4-(4-Hydroxymethyl-piperidine-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one, and;
- nnn. 6-[4-(3,4-Dihydro-2H-quinoline-1-sulfonyl)benzyl]-4-trifluoromethylchromen-2-one.

Claims 12 and 13 Cancelled.

14. (original) A pharmaceutical composition comprising a compound according to claim 1 in admixture with one, or more, pharmaceutically acceptable excipients.

15. (original) A topical pharmaceutical formulation comprising a compound according to claim 1 in admixture with 1, or more, pharmaceutically acceptable excipients suitable for dermal application.
16. (Currently Amended) An kit ~~article of manufacture~~ comprising a compound according to claim 1 packaged for retail distribution which advises a consumer how to utilize the compound to alleviate a condition selected from the group consisting of acne, alopecia, and oily skin.